

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-1139 (KJC)

Objection Deadline: July 11, 2014 at 4:00 p.m.

Hearing Date: October 14, 2014 at 10:00 a.m.

Ref. No. 32166 and 32336

CERTIFICATION OF COUNSEL REGARDING DOCKET NO. 32166

On May 12, 2014, the undersigned filed the Fourth Quarterly and Final Fee Application of Orrick, Herrington & Sutcliffe LLP (“Orrick”) as Bankruptcy Co-Counsel to David T. Austern, Former Asbestos PI Future Claimants’ Representative, and Roger Frankel, Successor Asbestos PI Future Claimants’ Representative (collectively, the “FCR”), for Compensation of Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred for the Fourth Quarterly Period from January 1, 2014 through February 3, 2014 and the Final Fee Period from February 6, 2006 through February 3, 2014 [Docket No. 32166] (collectively, the “Final Fee Application”).

The Final Fee Application seeks the award of final compensation for services rendered and expenses incurred in connection with Orrick’s services to the FCR in these Chapter 11 cases from February 6, 2006 through February 3, 2014, in the aggregate amount of \$27,004,456.50 in fees and \$2,168,891.33 in expenses, for a total award of \$29,173,347.83 (collectively, the “Final Fees and Expenses”).

On July 25, 2014, the Fee Auditor filed a Final Report Regarding the Final Fee Application with the Court [Docket No. 32336] (the “Final Report”). The Final Report recommends final approval of the Final Fees and Expenses in the amount of \$27,004,456.50 in fees and an adjusted amount of \$2,155,182.43 in expenses (\$2,168,891.33 minus \$13,708.90),¹ for a total award of \$29,159,638.93.

The undersigned hereby certifies that, as of the date hereof, other than the Final Report, she has received no answer, objection or other responsive pleading to the Final Fee Application. The undersigned further certifies that she has caused the Court’s docket in the above-captioned cases to be reviewed and, other than the Final Report, no answer, objection or other responsive pleading to the Final Fee Application appears thereon. Pursuant to the Final Fee Application, objections were to be filed no later than July 11, 2014.

WHEREFORE, the undersigned respectfully requests that the revised proposed order, attached hereto as **Exhibit A**, be entered by the Court.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ Debra L. Felder

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—and—

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¹ Per the Fee Auditor’s request, Orrick has agreed to reduce its expenses by \$13,708.90.

—and—

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*Co-Counsel to Roger Frankel, Asbestos PI
Future Claimants' Representative*

Dated: July 28, 2014